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## TRINITY INDUSTRIES LEASING COMPANY

(Series 9-5)

Equipment Trust, Series 9

## Bill of Sale

THIS AGREEMENT, dated the 5th day of December, 1996, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York Banking Corporation, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Fifth Supplement to Equipment Trust Agreement dated as of December 5, 1996, supplementing and amending the Equipment Trust Agreement dated as of June 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

## WITNESSETH

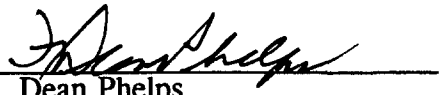
That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Twelve (12) railcars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

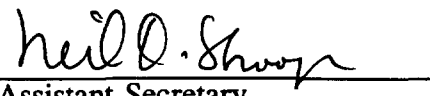
TRINITY INDUSTRIES LEASING COMPANY

By:

  
F. Dean Phelps  
Vice President

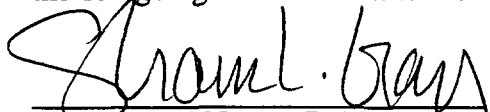
[SEAL]

ATTEST:

  
Assistant Secretary

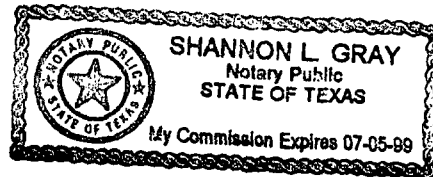
STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

On this 5 day of December, 1996 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Signature of Notary Public

My Commission expires:

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Series 9

## EXHIBIT A

1. Railroad Car Net Lease Agreement, dated July 18, 1995, between Trinity Industries Leasing Company and Southern Illinois Railcar Company covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	5161 cu. ft. Lo Covered Hopper Cars	SIRX 516400-516411

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Series 9

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
12 Hopper Cars	Lo	5161 cu. ft.	SIRX 516400-516411	03/96